

HEARING DATE AND TIME: Apr. 8, 2010 at 9:45 a.m. (Eastern Time)
OBJECTION DEADLINE: Apr. 1, 2010 at 4:00 p.m. (Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
MOTORS LIQUIDATION COMPANY, *et al.* : Chapter 11 Case No.
f/k/a General Motors Corp., *et al.* :
: 09-50026 (REG)
: (Jointly Administered)
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**ORDER APPROVING AND AUTHORIZING THE RETENTION
AND EMPLOYMENT OF CAPLIN & DRYSDALE, CHARTERED,
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
HOLDING ASBESTOS-RELATED CLAIMS NUNC PRO TUNC TO MARCH 5, 2010**

Upon the application (the “Application”) dated March 10, 2010, of the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (the “Asbestos Claimants Committee” or “ACC”) to retain and employ Caplin & Drysdale, Chartered (“Caplin & Drysdale”) as counsel to the ACC, *nunc pro tunc* to October 6, 2010; and the Court being satisfied, based on the Application and the supporting declaration and supplemental declaration of Elihu Inselbuch in support thereof that Caplin & Drysdale represents no interest adverse to the Debtors’ estates, and that its employment is necessary and in the best interests of the estate and its creditors; and it appearing that due and proper notice of the Application has been given; and good and sufficient cause appearing therefor, and in consideration of the objection (the “Objection”) filed by the Office of the United States Trustee (the “UST”) solely with respect to the Application’s request that Caplin & Drysdale’s retention be authorized with retroactive effect as of October 6, 2009 (the “2009 Retroactivity Request”),

IT IS ORDERED AS FOLLOWS:

1. The Application is hereby granted in part, as more fully set forth below.

2. The ACC is hereby authorized to retain and employ Caplin & Drysdale pursuant to sections 328 and 1103 as counsel to the ACC, *nunc pro tunc* to March 5, 2010.

3. For the reasons stated on the record at the hearing of April 8, 2010, the Court reserves decision on the 2009 Retroactivity Request, and this Order is without prejudice to the respective positions of the ACC and the UST on that issue.

4. In conformity with the comments made by this Court from the bench at the April 8, 2010 hearing, Caplin & Drysdale shall disclose to the UST its time records for the period covered by the 2009 Retroactivity Request, and, after conferring with the UST, shall report to the Court by letter whether further proceedings will be necessary with respect to the 2009 Retroactivity Request.

5. Caplin & Drysdale shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as have been or may be fixed by order of the Court.

New York, New York
Dated: April 21, 2010

s/ Robert E. Gerber
Honorable Robert E. Gerber
United States Bankruptcy Judge